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Attorneys for Defendants/Counterclaim-Plaintiffs

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK

|   |   |
|---|---|
| -----                                     | X |
| CHORD ASSOCIATES LLC, JOPAL               | : |
| ENTERPRISES LLC; and BARBARA M. SAEPIA,   | : |
| Plaintiffs,                               | : |
|   | : |
| -against-                                 | : |
|   | : |
| PROTECH 2003-D, LLC; AMTAX HOLDINGS       | : |
| 520, LLC; PROTECH HOLDINGS 128, LLC;      | : |
| CAPMARK AFFORDABLE EQUITY HOLDINGS        | : |
| INC.; CAPMARK FINANCE INC. (formerly      | : |
| known as GMAC COMMERCIAL MORTGAGE         | : |
| CORPORATION), its successors and assigns; | : |
| CAPMARK CAPITAL INC. (formerly known as   | : |
| GMAC COMMERCIAL HOLDING                   | : |
| CORPORATION), its successors and assigns, | : |
| Defendants.                               | : |
|   | : |
| -AND-                                     | : |
|   | : |
| AMTAX HOLDINGS 520, LLC, PROTECH 2003-    | : |
| D, LLC and PROTECH HOLDINGS 128, LLC,     | : |
|   | : |
| Counterclaim-Plaintiffs,                  | : |
|   | : |
| -against-                                 | : |
|   | : |
| CHORD ASSOCIATES LLC, BARBARA M.          | : |
| SAEPIA, JOPAL ENTERPRISES LLC, and JOPAL  | : |
| ASSOCIATES INC.,                          | : |
|   | : |
| Counterclaim-Defendants.                  | : |
|   | : |
|   | : |
|   | : |
| -----                                     | X |

07 CV 5138 (JFB) (AKT)

**DECLARATION OF BRADLEY  
J. BULLOCK IN SUPPORT OF  
DEFENDANTS' ORDER TO  
SHOW CAUSE**

**Bradley J. Bullock** declares as follows:

1. I am a Senior Vice President and Director of Asset Resolutions of Capmark Affordable Equity Inc. ("Capmark"), and in that capacity have personal knowledge of the facts and circumstances set forth herein. I submit this declaration in support of Defendants' Order to Show Cause.

2. Capmark has received a number of offers from potential buyers with respect to the Belmont Villas property (the "Property"). In my capacity as the Senior Vice President and Director of Asset Resolutions, I have been engaged in active discussions and negotiations with such potential buyers.

3. Capmark's negotiations are well advanced and it is ready to enter into a letter of intent, which would initiate a thirty-day period for the potential buyer to conduct its due diligence review with respect to the Property.

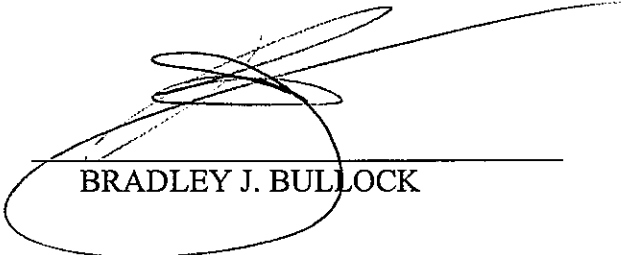
4. The potential sale of the Property constitutes an effort by Capmark to mitigate the ongoing losses arising from Plaintiffs' mismanagement and misconduct in connection with the Property.

5. Plaintiffs' Notice of Pendency will certainly frustrate any efforts by the parties to move forward in their negotiations, as well as Capmark's ability to transfer the Property to any potential buyer, because the Notice of Pendency represents that the Property is effectively encumbered until this action is resolved on the merits.

6. For the reasons set forth above, Defendants respectfully request that the Court order the cancellation of the Notice of Pendency filed by Plaintiffs, and grant Defendants such other relief as the Court deems just and proper.

7. I declare under penalty of perjury that the foregoing is true and correct.

Executed April 7, 2009



BRADLEY J. BULLOCK